

**BYLAWS
OF
THE MASSACHUSETTS CHAPTER
OF THE
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS, INC.
(as amended December 11, 2014)**

ARTICLE I.

Name and Territorial Limits

Section 1. Name. This organization shall be known as The Massachusetts Chapter of the National Academy of Elder Law Attorneys, Inc. (hereinafter referred to as the “Chapter”).

Section 2. Territorial Limits. The territorial limits of the Chapter shall be confined to the Commonwealth of Massachusetts. These shall not be changed unless permission shall first have been obtained from the governing body of the Chapter currently having jurisdiction in such territory and the Board of Directors of the National Academy of Elder Law Attorneys, Inc., (hereinafter referred to as the “National Academy”).

Section 3. Principal Office. The principal office of the Chapter shall be at an address to be designated from time to time by the Board of Directors. The Chapter may also have offices at such other place or places within Massachusetts as the Board of Directors may from time to time determine or the business of the Chapter may require.

ARTICLE II.

Objectives

The objectives of the Chapter shall be:

- a. To provide information, education, networking opportunities, and assistance to Massachusetts attorneys, bar organizations, and other individuals or groups advising elderly clients, clients with special needs, and their families;
- b. To promote high standards of technical expertise and ethical awareness among attorneys, bar organizations and other individuals or groups advising elderly clients, clients with special needs, and their families;
- c. To develop public awareness and advocate for the benefit of the elderly, those with special needs, and their families, by promoting public policies that support our objectives;
- d. To encourage involvement and enhance membership in, and to promote networking among members, of the Chapter and National Academy; and
- e. To carry out the purposes set forth in the Articles of Organization.

ARTICLE III.
Classes of Membership

Classes of membership shall be identical to those described in the current bylaws of the National Academy. All applicants who qualify for membership in the National Academy also qualify for membership in the Chapter, except that the Chapter may limit the rights of members in accordance with the membership guidelines of the Chapter, as may be developed by the Board of Directors from time to time.

ARTICLE IV.
Admission to Membership, Termination and Resignation

Section 1. Application Procedure. Applicants for membership shall be admitted to membership under the following procedure: an application for membership, signed by the applicant attesting to the accuracy of the information presented, shall be submitted to the National Academy indicating desired membership in the Chapter. The application will be accepted based on the National Academy's criteria of membership and remission of the appropriate dues and fees.

Section 2. Termination of Membership. Membership shall automatically cease in the following cases:

- a. Membership is revoked by the Board of Directors of the National Academy or the Chapter;
- b. A member who ceases to meet the National Academy's membership criteria or the Chapter's membership guidelines;
- c. A member who is suspended from the practice of law in any state or other jurisdiction; or,
- d. Any member who fails to pay dues within the defined time constraints.
- e. A member resigns from the Chapter or from the National Academy by a writing submitted to the National Academy Office.

Section 3. Rights upon Termination. Any person whose membership in the Chapter has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the Chapter, and all rights to the use of the name, emblem, or other insignia of the Chapter.

ARTICLE V.
Officers

Section 1. Officers. The Officers of the Chapter shall be a President, a President-Elect, an Immediate Past President, a Vice President, a Clerk and a Treasurer. All Officers shall be considered to be members of the Board of Directors.

Section 2. Qualifications. Each Officer shall be a member in good standing.

Section 3. Tenure. All Officers shall take office on the first day of January of each year following their election, and shall serve for a term of one year, or until their successors shall be duly elected and qualified.

Section 4. Duties of Officers. The duties of the Officers shall be as follows:

- a. President. The President shall be the executive Officer of the Chapter, and shall preside over all meetings of the Chapter and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees and shall serve as the chief liaison to the National Academy. He or she shall perform such other duties as usually pertain to the office of President. The President may call and shall preside over meetings of the Executive Board.
- b. President-Elect. The President-Elect, in the absence of the President, shall preside at all meetings of the Chapter and of the Board of Directors and shall perform such other duties as may be assigned by the President or the Board of Directors. It shall be the primary responsibility of the President-Elect, with the advice of the Board of Directors, to anticipate the duties of the President during the next Chapter year and to develop goals and objectives for his or her term. The President-Elect shall organize and preside over an annual retreat for the Board of Directors and shall prepare for submission to the Board of Directors, , committee appointments and recommended goals and objectives, no later than the first Board of Director's meeting of his or her term.
- c. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned by the President or the Board of Directors.
- d. Vice President. The Vice President, in the absence of the President and the President-Elect, shall preside at all meetings of the Chapter and of the Board of Directors. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors.
- e. Clerk. The Clerk shall be responsible for recording the minutes of the meetings of the Board of Directors and of such other meetings as directed by the President. The Clerk shall be responsible for circulating the minutes to the Board of Directors and presenting the same for acceptance at the next Board of Directors meeting. The Clerk shall be responsible for maintaining the minutes and such other records and documents of the Chapter as may be appropriate within the Commonwealth and shall make the same available to the Chapter members in accordance with the policies and procedures established by the Board of Directors from time to time. The Clerk shall keep written documentation of all votes by the members of the Board of Directors in the absence of a meeting, which action is taken by the unanimous written consent of all members of the Board of Directors, which may include e-mails, fax transmission documents and other written consent by the members of the Board of Directors. The Clerk shall submit all official reports required by the National Academy and laws governing the conduct of the Chapter's activities. The Clerk shall be a resident of the

Commonwealth of Massachusetts unless a resident agent has been appointed by the Chapter pursuant to law to accept service of process.

- f. Treasurer. The Treasurer shall be responsible for receiving all funds paid to the Chapter, shall deposit such funds in the Chapter's official depositories, and shall disburse such funds on the order of the Board of Directors. The Treasurer shall sign or countersign all checks, shall at all times have the Chapter's accounts and books open to inspection by the President, the Board of Directors, and any authorized auditors, and shall ensure that any annual audit or review mandated by the Board of Directors is completed. The Treasurer will serve as the chair of the Finance Committee. The Treasurer shall submit a proposed budget to the Board of Directors for the following calendar year. The Treasurer shall make a report to the Board of Directors at such other times as the President or the Board of Directors may require; and shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of the Chapter.

ARTICLE VI.
Board of Directors

Section 1. Number. The Board of Directors shall consist of the Officers and a minimum of six (6) and a maximum of twenty (20) elected Directors. At the discretion of the Board of Directors, the Chapter Administrator (if one is employed) may be appointed to serve as an ex officio, but non-voting member of the Board of Directors..

Section 2. Qualifications. Each Director shall be a member in good standing.

Section 3. Tenure. A minimum of three (3) Directors shall be elected annually and shall take office on the first day of January of the year following their election. The term of office of all Directors shall be two (2) years, except in cases of Directors elected to fill vacancies, or until their successors shall be duly elected and qualified.

Section 4. Authority/Charge. The Board of Directors shall determine the policies and activities of the Chapter, discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees, and have general management of the Chapter and its affairs. The Board of Directors may employ, or authorize the employment of, personnel and fix the terms and conditions of such employment.

Section 5. Meetings and Quorum. The Board of Directors shall meet at least annually and at the call of the President. Meetings may be called and set by teleconference, mail, email, or other mode of communication then in common use. Meetings of the Board of Directors may be held and Directors may participate in person or by teleconference communications, provided that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Meetings of the Board of Directors shall require a quorum for any action to be binding. A quorum shall consist of 51% of the voting members of the Board of Directors.

Section 6. Executive Board. There shall be an Executive Board, sometimes referred to as the EBoard, composed of all of the Officers and the Chapter Executive ex officio, if one is employed. The Board of Directors may assign to the Executive Board such duties and delegate to it such powers as from time to time may seem advisable, such duties to be performed and powers to be exercised only when the Board of Directors is not in session. The President, or in his/her absence or inability to perform, the President-Elect shall have the power to call a meeting of the Executive Board. The Executive Board shall maintain minutes of all action taken by it, which shall be reported to the Board of Directors at its next meeting. The action of the Executive Board shall be final to the same extent as though taken by the Board of Directors.

Section 7. Chapter Staff. There may be Chapter staff appointed by the Board of Directors, for such periods, such compensation, and with authority, duties, facilities and assistance as the Board of Directors may determine. Such Chapter staff may also include a Chapter Administrator, shall have no vote and need not be a member of the Chapter.

Section 8. Governance. The construction and interpretation of the Bylaws by the Board of Directors shall, in the absence of prior interpretation and subject to subsequent interpretation by the Board of Directors of the National Academy be final and binding.

Section 9. Removal. Any elected Officer or Director may, after due and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.

Section 10. Resignation. Any Director or Officer may resign by giving written notice to the President or Clerk. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

ARTICLE VII. Nominations and Elections

Section 1. Election of Officers and Directors. The election of Officers and Directors by the members of the Chapter, shall be held annually, by one of the following methods, as determined by the Board of Directors: (a) at the annual meeting of the Chapter or (b) by ballot transmitted by mail, email or such other means as determined by the Board, prior to the annual meeting as set forth below.

Section 2. Committee on Nominations and Elections. At least two (2) months prior to the date of the annual meeting, the President shall appoint a Committee on Nominations and Elections. The duties of this committee shall be to solicit, receive and prepare nominations and to have general charge of the election, including the preparation, distributions, collection and counting of the ballots.

Section 3. Procedure for Nominations. The Committee on Nominations and Elections shall cause a ballot to be prepared containing the names of all nominees for the use of the members during the election. Nominees selected by the Committee shall be published in the Chapter newsletter or special bulletin and distributed to all members in good standing of the Chapter at least 30 days prior to the annual meeting. In addition, nominations from the floor may be presented at the annual meeting provided that written notice of such nominations shall have been received by the Clerk of the Chapter at least fifteen (15) days prior to the annual meeting.

Section 4. Procedure for Voting of Officers and Directors. A simple majority of the votes cast will elect Officers and Directors. Votes may be received by the Clerk and/or facilitated through the Office of the Chapter Administrator. Where voting occurs at the annual meeting, voting may be by written ballot, by voice, by a show of hands or other method as directed by the Board of Directors. Where election occurs by mail, email or other such means as may be determined acceptable by the Board, completed ballots shall be accepted no later than seven days prior to the annual meeting. Completed ballots may be returned to the Clerk and/or Office of the Chapter Administrator for tallying. Voting shall not be cumulative. There is no voting by proxy for the election of Officers and Directors.

Section 5. Number of Votes Required. The nominee for each office, except that of Director, receiving a majority of all votes cast shall be declared elected. In the case of the office of Director, the number of nominees (for the number of Directors' seats to be filled in accordance with Article VI, Section 3 hereof) receiving the highest number of votes shall be declared elected. An additional ballot or ballots shall be taken if necessary to determine which of two or more candidates receiving an equal number of votes shall be elected.

Section 6. Vacancies. In the case of a vacancy in the office of President, the President-Elect shall succeed to the office. In the case of a vacancy in the office of other Officers defined in Article V, Section 1, or Director, such office may be filled by the Board of Directors at a regular or special meeting of the Board as soon as possible after such vacancy has occurred.

ARTICLE VIII.

Committees

Section 1. Standing Committees. There shall be the following standing committees:

- a. Ethics
- b. Finance
- c. Litigation
- d. Membership
- e. Nominations and Elections
- f. Programming
- g. Publications and Website
- h. Public Policy
- i. Public Relations

Every committee shall be responsible to the President and the Board of Directors and shall make such reports as the President or the Board of Directors may direct.

Section 2. Appointment of Committees. The members of each standing committee shall serve for a term of one year, commencing on the first day of January. The chair of each committee shall be appointed by the President, with the majority approval of the Board of Directors, for a term of one year, commencing on the first day of January. Each committee chair shall appoint committee members, subject to the approval of the President.

Section 3. Special and Standing Committees. The President, with the approval of a majority of the Board of Directors, may create, terminate or change the duties of Special and New Standing Committees. Special and Standing Committees shall perform such duties based on the needs of the Chapter.

Section 4. Removal. Committee chairs and members shall be subject to removal by the President.

ARTICLE IX.

Duties of Committees

Section 1. Ethics Committee. The Ethics Committee shall be responsible for developing policy regarding ethical issues as directed by the Board, presenting the same to the Board of Directors for adoption or action, and for investigating and addressing ethical complaints as directed by the Board of Directors or the Executive Board, and shall perform such other duties as may be directed by the Board.

Section 2. Finance Committee. The Finance Committee shall assist the Treasurer in overseeing the handling of all Chapter funds and shall perform such other duties as may be directed by the Board.

Section 3. Litigation Committee. The Litigation Committee shall be responsible for developing and maintaining a litigation support system to address matters of concern to Chapter members or their clients, and shall perform such other duties as may be directed by the Board.

Section 4. Membership. The Membership Committee shall study and recommend to the Board of Directors ways and means of obtaining new members and maintaining membership, communicate with individuals whose membership has been or is about to be terminated for failure to meet standards and requirements prescribed in the Bylaws of the Chapter, keep the records of membership and perform such other duties as may be directed by the Board.

Section 5. Nominations and Elections Committee. The Nominations and Elections Committee shall nominate candidates to fill vacancies on the Board of Directors as directed by the Board of Directors, shall prepare a slate of Officers and Directors to present to the general membership for election all in accordance with these bylaws, and shall perform such other duties as may be directed by the Board.

Section 6. Programming Committee. The Programming Committee shall aid in the promotion and development of continuing legal education and shall perform such duties as may be directed by the Board.

Section 7. Publications and Website Committee. The Publications and Website Committee shall be responsible for organizing, preparing and disseminating any publications produced by the Chapter, and shall be responsible for developing and maintaining the Chapter's website, and shall perform such other duties as may be directed by the Board.

Section 8. Public Policy Committee. The Public Policy Committee shall be responsible for identifying public policy issues relevant to the objectives of the Chapter. The Committee may formulate a legislative agenda to address such issues if the Committee determines such an agenda is appropriate. The Committee shall present any such legislative agenda to the Board of Directors for approval. The Public Policy Committee may also develop public awareness and engage in advocacy in favor of the issues relevant to the objectives of the Chapter, and shall perform such other duties as may be directed by the Board.

Section 9. Public Relations Committee. The Public Relations Committee shall be responsible for promoting the works of the Chapter and Chapter members, and shall perform such other duties as may be directed by the Board.

ARTICLE X. Meetings

Section 1. Number, Location and Calling of Meetings. The Chapter shall hold a minimum of two meetings per year on such date and at such time and place as shall be determined by the Board of Directors. It may hold such other meetings as the Board of Directors or membership may desire. Special meetings of the members may be called by the President or the Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of members representing at least ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of members in good standing.

Section 2. Annual Meeting. The annual meeting of the Chapter shall be held in connection with a regular meeting.

Section 3. Notice. The membership of the Chapter shall be given at least two (2) weeks written notice of the place, date and hour of all meetings. Notice shall be deemed to have been duly given, if by mail, email, or other such means as determined acceptable by the Board. Transmittal shall be sufficient if sent to the last known contact information for that member on file. No notice need be given to any member who waives such notice by a writing executed before or after the meeting and filed with the records of the meeting or by his or her attendance at the meeting without protesting at or before the commencement of the meeting the lack of notice to him or her. No notice of adjourned meetings of the members need be given.

Section 4. Quorum Requirement and Proxy Voting by Members. Except as provided in Article VII, Section 4, with respect to the prohibition on voting by proxy for the election of Officers and Directors, at all meetings of the members, or member votes by proxy or such other means as determined by the Board, ten (10%) percent of the members then in good standing shall constitute a quorum. Proxies may be used to satisfy quorum requirements at any meeting of members, regardless of whether the proxies are used to vote on specific proposals presented at the meeting. All voting by proxy shall be in accordance with the provisions of Chapter 180, Section 6A (as may be amended) regarding the use of proxies, with the Directors in each instance determining the form of proxy to be used and the procedures to be followed.

Section 5. Action at Meeting. Action may be taken upon a majority vote of those present at any Chapter meeting where a quorum is present.

Section 6. Action Without Meeting. Any action that may be taken at any meeting (of the Board of Directors, or of the members) may be taken without a meeting if all those entitled to vote on the matter consent to the action in writing, including by email or other such written consent as determined acceptable by the Board, and the written consents are filed with the records of the meetings of the Chapter. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7. Board Meetings. Regular meetings of the Board of Directors may be held, , at such time and place as the Board of Directors may determine. Any Director not present at the time of the determination shall be advised, in writing, of any such determination. Special meetings of the Board of Directors, including meetings in lieu of the annual or regular meetings, may be held upon notice at any time upon the call of the President and shall be called by the President or the Clerk or, in the case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application, signed by any two Directors, stating the purpose of the meeting. Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a telephone conference video conference, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meeting.

Section 8. Notice of Board Meetings. Whenever notice of any meeting of the Board of Directors is required by these Bylaws or by vote of the Board of Directors, such notice shall state the place, date and hour of the meeting and shall be given to each Director by the President, Clerk or other Officer calling the meeting at least two days prior to such meeting if given in person, by telephone, by email, or other such means as may be determined acceptable by the Board, or at least four days prior to such meeting if given by mail. Notice shall be sufficient if by mail, email or other such means as determined acceptable by the Board. Notice shall be sufficient if sent to the last known contact information on file for that Director. No notice of adjourned meetings of the Board of Directors need be given.

Section 9. Quorum and Voting Requirements for Board Meetings. At all meetings of the Board of Directors, a majority of the members of the Board of Directors then in office, but in no event less than two members of the Board of Directors, shall constitute a quorum. If a quorum is not present, those present may adjourn the meeting from time to time until a quorum is obtained. At

any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called. At any meeting of the Board of Directors, the vote of a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization of the Chapter or these Bylaws.

ARTICLE XI.
National and State Affiliation

Section 1. Obligations. In recognition of the values of cooperation available to the Chapter and its members through its privileges and rights of participation in the government and activities of the National Academy, it is hereby declared a major policy of the Chapter to exercise fully those privileges and rights, and to discharge promptly all lawful obligations imposed upon it by the National Academy.

Section 2. Reports. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the National Academy.

Section 3. Dues. The Board of Directors shall provide for the prompt payment of all dues and other indebtedness owed by the Chapter to the National Academy.

ARTICLE XII.
Revenue

Each member of the Chapter shall pay annual dues as set by the Board of Directors.

ARTICLE XIII.
Finance

Section 1. Fiscal Year. The fiscal year of the Chapter shall begin on the first day of January of each year.

Section 2. Budget. Not later than the date of the annual meeting of the Chapter each year, a budget of estimated income and expenditures for the fiscal year shall be adopted by the Board of Directors.

Section 3. Review of Books. The Chapter's book of accounts shall be reviewed at least once each year. The reviewers may be a group of members or an outside entity so appointed by the Board of Directors.

Section 4. Banking. The Board of Directors shall determine the official depository or depositories for Chapter funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds,

provided, however, that the signature of only one, acting singly, of the Treasurer or such other designated person shall be permitted for such checks or other documents for the disbursement of such funds.

Section 5. Dissolution. Upon dissolution of the Chapter, all remaining assets shall be transferred to the National Academy, unless otherwise required by law or by applicable provisions of the Internal Revenue Code of 1986, as amended, or any regulations promulgated thereunder. No part of the assets distributed shall be paid to or inure to the benefit of any individual.

ARTICLE XIV.
Rules of Order

“Roberts Rules of Order Newly Revised,” as same may be revised from time to time, shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE XV.
Approval of Bylaws and Amendments

Section 1. Approval of Amendments. Any amendment of these Bylaws, if in conformity with the policy of the National Academy, may be adopted by a two-thirds (2/3) vote of the members present, including by proxy, at any meeting of the Chapter; provided that written notice, including notice by e-mail, or such other means as the Directors shall approve, of the meeting and of the proposed amendment shall have been given to the members at least seven (7) days prior to the meeting.

Section 2. Effective Date. Notwithstanding the provisions of Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and approved by the Chapter and the National Academy. True copies of these Bylaws and all such amendments shall be made available by the Clerk of the Chapter to the Chapter Administrator and the National Academy.

ARTICLE XVI.
Indemnification; Limitation of Liability; Conflict of Interest

Section 1. Requirements for Indemnification. The Chapter shall, to the extent legally permissible and only to the extent that the status of the organization as an organization exempt under Section 501(c)(6) of the Internal Revenue Code is not adversely affected thereby, indemnify each of its Directors, Officers, employees and other agents (including persons who serve at its request as Directors, Officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceedings, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been

such a Director, Officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the organization; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expense shall be provided unless such compromise payment shall be approved as in the best interest of the Chapter: (a) by vote of a majority of the disinterested Directors then in office (even though the disinterested Directors be less than a quorum); or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, Officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the organization; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees, reasonably incurred by any such Director, Officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Chapter in advance of the final disposition thereof upon receipt of any undertaking by such individual to repay the amounts so paid to the Chapter if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, which undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification hereby shall not be exclusive of or affect any other rights to which any Director, Officer, employee or agent may be entitled. Nothing contained herein shall affect any rights of indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "Officer", "employee" and "agent" include their respective heirs, executors and administrators, an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending, and a "disinterested" person is a person against whom no such action, suit, or other proceeding is then or had been pending or threatened. No amendment or repeal of the provisions of this paragraph which adversely affects the right of an indemnified party under this paragraph shall apply with respect to such indemnified party's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with the written consent of, such indemnified party.

Section 2. Insurance. By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Chapter may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was a Director, Officer, employee or other agent of the organization, or is or was serving at the request of the Chapter as a Director, Officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability.

Section 3. Liability to the Chapter. No Officer or Director of the Chapter shall be liable to the Chapter or its members for monetary damages for breach of fiduciary duty as an Officer or Director notwithstanding any statutory provision or other law imposing such liability, except for liability of an Officer or Director (i) for any breach of the Officer's or Director's duty of loyalty

to the Chapter or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

Section 4. Contracts and Transactions by Officers and Directors. No contract or other transaction of the Chapter shall, in the absence of fraud, be affected or invalidated by the fact that any member, Director or Officer of the Chapter or any organization, firm or association of which he or she may be a director, officer, stockholder or member may be a party to or may have an interest, pecuniary or otherwise, in, any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. Except in the case of any contract or other transaction between the Chapter and any other organization controlling, controlled by or under common control with the Chapter, any Director of the Chapter who is also a director, officer, stockholder or member of any organization, firm or association with which the Chapter proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, may not be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or such transaction, and such Director shall not participate in the vote, at any such meeting, to authorize any such contract or transaction. Any such contract or transaction may be (but need not be) authorized or approved by a vote taken by unanimous written consent signed by all of the Directors then in office, excluding any interested Director(s), provided that the Directors entitled to vote thereon at a meeting shall in such instrument affirm that they have independently reviewed the contract or transaction and have determined that said contract or transaction is fair, reasonable and in the best interests of the Chapter.